

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1305335
OMB APPROVAL
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FORM D



04044611

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

AEI Accredited Investor Fund V LP

Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6) X ULOE
Type of filing: X New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer.

Name of Issuer (r check if this is an amendment and name has changed, and indicate change.)

AEI Accredited Investor Fund V LP

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 19
1300 Wells Fargo Place, 30 E. 7th Street, St. Paul, MN 55101 **(651) 227-7333**

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

To Acquire and Hold Commercial Real Estate

Type of Business Organization X limited partnership, already formed

Actual or Estimated Date of Incorporation or Organization: Month Year X Actual Estimated
8 2004

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

MN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten signature/initials

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	Executive Officer	Director	<input checked="" type="checkbox"/> General and/or Managing Partner
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Full Name (Last name first, if individual)

AEI Fund Management XVIII, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1300 Wells Fargo Place, 30 E. 7th Street, St. Paul, MN 55101

Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
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Full Name (Last name first, if individual)

AEI Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1300 Wells Fargo Place, 30 E. 7th Street, St. Paul, MN 55101**B. INFORMATION ABOUT OFFERING**

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? | \$ 25,000 | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input checked="" type="checkbox"/> | |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)

Distribution is through NASD member firms. Names of all selling group participants are unknown as of the date of this filing. See "EXHIBIT A" attached for a list of the anticipated selling group participants as of the date of this filing.

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity.....	\$	\$
Common Preferred		
Convertible Securities (including warrants).....	\$	\$
Partnership Interests.....	\$ <u>100,000,000</u>	\$
Other (Specify)	\$	\$
Total	\$ <u>100,000,000</u>	\$

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited investors.....	0	\$ 0
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 N/A	_____	\$
Regulation A N/A	_____	\$
Rule 504 N/A	_____	\$
Total	_____	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	\$
Printing and Engraving Costs	\$
Legal Fees	\$
Accounting Fees	\$
Engineering Fees	\$
Sales Commissions (specify finders' fees separately)	\$ <u>6,500,000</u>
Other Expenses (identify) (Other Offering & Organization Expenses including all types of fees as listed above.)..	\$ <u>4,500,000</u>
Total	\$ <u>11,000,000</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$89,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and Fees.....	\$	\$
Purchase of real estate.....	\$ 87,500,000	\$
Purchase, rental or leasing and installation of machinery and equipment.....	\$	\$
Construction or leasing of plant buildings and facilities.....	\$	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	\$	\$
Repayment of indebtedness.....	\$	\$
Working capital.....	\$	\$
Other (specify): <u>Property Search and Acquisition Costs</u>	\$ 1,500,000	\$
Column Tools	\$	\$
Total Payments Listed (column totals added).....	\$ 89,000,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

AEI Accredited Investor Fund V LP

Signature.....

Date

Rona L. Newton | 9-30-04

Name of Signer (Print or Type)

**By AEI Fund Management XVIII, Inc.
Its General Partner**

Title of Signer (Print or Type)

**Rona L. Newton, Authorized Signatory for
Robert P. Johnson, Its President**

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

- | | | |
|---|-----|----------|
| 1. Is any party described in 17 CRF 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? | Yes | No |
| | | X |

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500).

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) AEI Accredited Investor Fund V LP	Signature	Date
Name (Print or Type) By AEI Fund Management XVIII, Inc. Its General Partner	Title (Print or Type) Rona L. Newton, Authorized Signatory for Robert P. Johnson, Its President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

EXHIBIT A

Advantage Capital Corporation – CRD No. 146

2300 Windy Ridge Parkway, Suite 1100
Atlanta, GA 30339

States Licensed: All States

American General Securities Incorporated – CRD No. 13626

2727 Allen Parkway Suite 290
Houston, TX 77019

States Licensed: All states

Ashton-Clayton Financial – CRD No. 103720

408 Rahway Avenue
Woodbridge, NJ 07095

States Licensed: NY, NJ, FL, PA, NC, AZ, MO

Askar Corporation – CRD No. 7512

Two Appletree Square, Suite 350
Bloomington, MN 55425

States Licensed: All States

Capital Financial Services, Inc. – CRD No. 8408

1 North main Street
Minot, ND 58701

States Licensed: AR, AZ, CA, CO, FL, IL, IN, ME, MI, MN, MO, MT, NM, NY,
OH, OK, OR, PA, RI, SD, TX, UT, VA, VT, WA, WI

Centaurus Financial, Inc. – CRD No. 30833

333 City Boulevard West, Suite 2010
Orange, CA 92868

States Licensed: All States

Crown Capital Securities – CRD No. 6312

725 Town and Country Road, Suite 530
Orange, CA 92868

States Licensed: All States

ePlanning Securities, Inc. – CRD No. 46000

3017 Douglas Boulevard, Suite 250
Roseville, CA 95601

States Licensed: All States

Equity Services, Inc. – CRD No. 265

National Life Drive
Montpelier, VT 05604

States Licensed: All states

FFP Securities, Inc. – CRD No. 16337

15455 Conway Road
Chesterfield, MN 63017

States Licensed: All States except Connecticut

Finacorp Securities – CRD No. 41569

4100 MacArthur Blvd. #315
Newport Beach, CA 92660

States Licensed: All States

First Heartland Capital, Inc. – CRD No. 32460

1839 Lake Saint Louis Boulevard
Lake Saint Louis, MO 63667

States Licensed: All States

FSC Securities Corporation – CRD No. 7461

2300 Windy Ridge Parkway, Suite 1100
Atlanta, GA 30339

States Licensed: All States

Lincoln Financial Advisors – CRD No. 3978

1300 South Clinton
Fort Wayne, IN 46804

States Licensed: All States

National Planning Corporation – CRD No. 29604

401 Wilshire Boulevard, Suite 1100
Santa Monica, CA 90401

States Licensed: All States

NFP Securities, Inc. – CRD No. 42046

1250 Capital of Texas Highway, Suite 125
Austin, TX 78746

States Licensed: All States

QA3 Financial Corporation – CRD No. 14754

One Valmont Plaza, 4th Floor
Omaha, NE 68154

States Licensed: All States

Questar Capital Corporation – CRD No. 43100

655 Fairfield Court, Suite 200
Ann Arbor, MI 48108

States Licensed: All States

Sentra Securities – CRD No. 10249

2355 Northside Drive
San Diego, CA 92108

States Licensed: All States

SII Investments, Inc. – CRD No. 2225

5555 Grande Market Drive
Appleton, WI 54913

States Licensed: All States

Summit Equities, Inc. – CRD No. 11039

4 Campus Drive
Parsippany, NJ 07054

States Licensed: All States except Alaska, Arkansas, Idaho, Iowa, Mississippi, Nebraska, North Dakota, South Dakota, Tennessee, West Virginia, Wyoming

SunAmerica Securities, Inc. – CRD No. 20068

2355 Northside Drive
San Diego, CA 92108

States Licensed: All States

Wall Street Financial Group – CRD No. 35830

95 Allens Creek Road, Building 1, Suite 301
Rochester, NY 14618

States Licensed: All States

Waterstone Financial Group, Inc. – CRD No. 10078

520 Park Boulevard, Suite 800
Itasca, IL 60143

States Licensed: All States except Maine

World Equity Group, Inc. – CRD No. 29087

160 North Arlington Heights Road
Arlington Heights, IL 60004

States Licensed: AL, AR, AZ, CA, CO, CT, DC, FL, GA, IA, ID, IL, IN, KS, KY, LA, MA, MD, MI, MN, MO, MS, MT, NC, NE, NH, NJ, NM, NY, NV, OK, Oh, PA, SC, SD, TN, TX, UT, VA, VT, WA, WI, WV, WY